



October 14, 2014

**VIA FEDERAL EXPRESS**

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Submitted herewith for filing and recording under 49 U.S.C. Section 11301 and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Memorandum of Railcar Manufacturing Agreement dated as of October 14, 2014.

This Agreement is a primary document.

Parties to this transaction are as follows:

Buyer: TTX Company (Company)  
101 North Wacker Drive  
Chicago, Illinois 60606

Seller: Gunderson LLC (Manufacturer)  
4350 NW Front Avenue  
Portland, OR 97210

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
Five-unit articulated double stack well cars with 40' wells.	FCA	344	DTTX	759797-760140

Chief, Section of Administration  
Page Two  
October 14, 2014

Enclosed is our check in the amount of \$43.00 to cover filing fees.

A short summary of this Agreement to appear in the Index is as follows:

"Memorandum of Railcar Manufacturing Agreement covering 344 five-unit articulated double stack well cars with 40 foot wells; DTTX, numbered 759797-760140."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Sincerely,

A handwritten signature in cursive script that reads "Victoria A. Dudley".

Victoria A. Dudley  
Vice President, Chief Financial Officer and  
Treasurer

Enclosures

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**MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT**

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT dated as of October 14, 2014, is made by TTX Company, a Delaware corporation, with an address at 101 North Wacker Drive, Chicago, Illinois 60606 (the "Purchaser"), and Gunderson LLC, an Oregon limited liability company, with an address at 4350 NW Front Avenue, Portland, Oregon 97210 (the "Manufacturer" and, together with the Purchaser, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties entered into a Manufacturing Agreement dated as of October 14, 2014 (the "Agreement") pursuant to which the Manufacturer will manufacture and sell to the Purchaser the equipment listed on Schedule 1 hereto (the "Equipment").

WHEREAS, pursuant to the Agreement, the Manufacturer retains a security interest in the Equipment to secure payment by the Purchaser of the purchase price of the Equipment; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Manufacturer hereby confirms its agreement to manufacture the Equipment for the Purchaser in accordance with the terms and conditions of the Agreement, and the Purchaser confirms its agreement to purchase the Equipment, confirms that Manufacturer retains a security interest in the Equipment to secure payment therefor, and accepts such terms and conditions, which are incorporated by references as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

GUNDERSON LLC

By: 

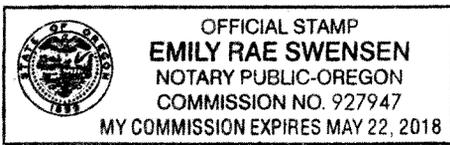
TTX COMPANY

By:   
Vice President, Chief Financial Officer and Treasurer

STATE OF OREGON )  
 )SS:  
COUNTY OF CLACKAMAS )

On this 5<sup>th</sup> day of September, 2014, before me personally appears Alejandro Centurion, to me personally known, who by me duly sworn, says that he is CEO of Gunderson LLC (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



(SEAL)

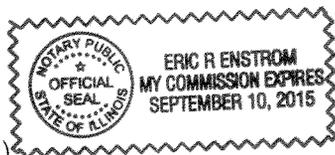
Emily Rae Swensen  
Notary Public

My Commission expires: May 22, 2018

STATE OF ILLINOIS )  
 )SS:  
COUNTY OF COOK )

On this 15<sup>th</sup> day of October, 2014 before me personally appears Victoria A. Dudley, to me personally known, who by me duly sworn, says that she is the Vice President, Chief Financial Officer and Treasurer of TTX Company (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



(SEAL)

Eric R. Enstrom  
Notary Public

My Commission expires:

SCHEDULE 1  
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT  
DATED October 14, 2014

TTX Contract T-2014-F  
Gunderson Lot R20695

**EQUIPMENT**

344 DTTX Cars marked 759797 through 760140 (both inclusive).

## Surface Transportation Board

Office of Proceedings  
395 E Street, SW  
Washington, DC 20423-0001

October 17, 2014

Victoria A. Dudley  
TTX  
101 North Wacker Drive  
Chicago, IL 60606

Dear Sir or Madam:

The enclosed document was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177, on October 17, 2014 , at 01:39 PM and assigned recordation number 31432.

Sincerely yours,

Regena Smith-Bernard  
Section of Administration

## Surface Transportation Board

Office of Proceedings  
395 E Street, SW  
Washington, DC 20423-0001

October 17, 2014

Victoria A. Dudley  
TTX  
101 North Wacker Drive  
Chicago, IL 60606

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